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ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

MAR 15 '02 12-1:60
TS
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 15, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of December 28, 2001 (the Memorandum), a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Schedule No. 10 to Master Railcar Lease Agreement which is being filed with the Board under Recordation Number 23903.

The names and addresses of the parties to the enclosed document are:

Buyer:	Allfirst Bank (formerly known as The First National Bank of Maryland) 25 South Charles Street Baltimore Maryland 21202
Seller:	Bombardier Capital Rail, Inc. (formerly known as NorRail Inc.) 6900 Wedgwood Road, Suite 120 Maple Grove, Minnesota 55311

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

Fifty (50) covered hopper railcars within the series NRLX 055001 - NRLX 055097 not inclusive, more specifically set forth on the Schedule attached to the Memorandum.

A short summary of the document to appear in the index is:

Bill of Sale.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that BOMBARDIER CAPITAL RAIL INC. (formerly known as NORRAIL, INC.), a Minnesota corporation, in consideration of the sum of \$10.00 to the undersigned to be paid by ALLFIRST BANK (formerly known as THE FIRST NATIONAL BANK OF MARYLAND) pursuant to the terms of Supplement No. 10 to the Purchase and Sale Agreement dated September 30, 1997 between Bombardier Capital Rail Inc. and Allfirst Bank, has granted, bargained, sold, conveyed, transferred and delivered and by these presents does bargain, sell, grant, convey, transfer and deliver unto Allfirst Bank the railcars described on Schedule A attached hereto and made a part hereof.

To have and to hold the same unto Allfirst Bank, its successors and assigns forever;

And the undersigned does for itself and its successors and assigns covenant and agree with Allfirst Bank to warrant and defend title to the railcars hereby sold unto Allfirst Bank, its successors and assigns against all and every person and persons whomsoever:

And the undersigned does for itself and its successors and assigns warrant and represent to Allfirst Bank that the title conveyed is good, its transfer is rightful; and the railcars are, have been, or shall be delivered free from any security interest or other lien or encumbrance.

THE RAILCARS SHALL BE SOLD TO ALLFIRST BANK BY BOMBARDIER CAPITAL RAIL INC. ON AN "AS-IS, WHERE-IS" BASIS, WITH ALL FAULTS, WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING, WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL BOMBARDIER CAPITAL RAIL INC. BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

REGISTRATION NO. 23903-A FILED

MAR 15 '02 12-1 6 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF the undersigned has caused this Bill of Sale to be executed under seal this 6th day of ~~February~~ March, 2002 with an effective date of December 28, 2001

ATTEST:

BOMBARDIER CAPITAL RAIL INC.
(formerly known as NORRAIL, INC.)

By: _____

Name: Laurence W. Howard, III

Title: Secretary

By: _____

Name: Andrew Baranowsky

Title: Assistant Treasurer

STATE OF FLORIDA, COUNTY OF DUVAL, TO WIT:

I HEREBY CERTIFY, that on this 6th day of March 2002, before me, the undersigned, a Notary Public of the State of Florida, personally appeared Laurence W. Howard, III, who acknowledged himself to be the Secretary of BOMBARDIER CAPITAL RAIL INC. (formerly known as NORRAIL, INC.), a Minnesota corporation, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Secretary of said corporation by signing the name of the corporation by himself as Secretary.

AS WITNESS my hand and Notarial Seal.

Patricia J. Smith
Notary Public

(SEAL)

My Commission Expires:



STATE OF FLORIDA, COUNTY OF DUVAL, TO WIT:

I HEREBY CERTIFY, that on this 6th day of March 2002, before me, the undersigned, a Notary Public of the State of Florida, personally appeared Andrew Baranowsky, who acknowledged himself to be the Assistant Treasurer of BOMBARDIER CAPITAL RAIL INC. (formerly known as NORRAIL, INC.), a Minnesota corporation, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Assistant Treasurer of said corporation by signing the name of the corporation by himself as Assistant Treasurer.

AS WITNESS my hand and Notarial Seal.

Patricia J. Smith
Notary Public

(SEAL)

My Commission Expires:



SCHEDULE A
to Bill of Sale

DESCRIPTION OF RAILCARS

Fifty (50) 110-ton, 5,660 c.f., pressure differential covered hopper railcars built new in 2001 by Thrall Car Company and bearing the following reporting marks and numbers:

NRLX055001	NRLX055051	NRLX055097
NRLX055011	NRLX055076	NRLX055012
NRLX055016	NRLX055086	NRLX055052
NRLX055021	NRLX055007	NRLX055092
NRLX055031	NRLX055037	NRLX055087
NRLX055036	NRLX055002	NRLX055067
NRLX055041	NRLX055017	NRLX055003
NRLX055046	NRLX055022	NRLX055008
NRLX055061	NRLX055027	NRLX055018
NRLX055066	NRLX055032	NRLX055023
NRLX055071	NRLX055042	NRLX055028
NRLX055081	NRLX055047	NRLX055033
NRLX055091	NRLX055057	NRLX055043
NRLX055096	NRLX055062	NRLX055058
NRLX055006	NRLX055072	NRLX055063
NRLX055056	NRLX055077	NRLX055073
NRLX055026	NRLX055082	